

**NIXON PEABODY LLP**

Christopher M. Desiderio  
55 West 46<sup>th</sup> Street  
New York, NY 10036  
Telephone: (212) 940-3000  
Facsimile: (212) 940-3111  
[cdesderio@nixonpeabody.com](mailto:cdesderio@nixonpeabody.com)

and

Richard C. Pedone  
100 Summer Street  
Boston, Massachusetts 02110  
Telephone: (617) 345-1000  
Facsimile: (617) 345-1300  
[rpedone@nixonpeabody.com](mailto:rpedone@nixonpeabody.com)

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	Chapter 11
In re:	:	
	:	
SEARS HOLDING CORPORATION.,	:	Case No. 18-23538 (RDD)
	:	
Debtors <sup>1</sup> .	:	<b>(Joint Administration)</b>
	:	
-----X	:	

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**CERTIFICATE OF SERVICE**

I, Christopher M. Desiderio, counsel to U.S. Bank National Association, in its capacity as indenture trustee (in such capacity, the “KCD Indenture Trustee”) under the Indenture, dated as of May 18, 2006, by and between KCD IP, LLC and the KCD Indenture Trustee, hereby certify that copies of: (i) *Motion of the KCD Indenture Trustee for an Order Pursuant to Bankruptcy Rule 2004 Authorizing Discovery on Debtors* [Docket No. 1471]; and (ii) *Notice of Hearing on Motion of the KCD Indenture Trustee for an Order Pursuant to Bankruptcy Rule 2004 Authorizing Discovery on Debtors* [Docket No. 1473], filed via the Court’s CM/ECF system on January 3, 2019, were served via overnight mail upon the parties set forth on **Exhibit A** and by e-mail upon those e-mail addresses listed on the attached **Exhibit B**, on such date.

Dated: January 4, 2019

**NIXON PEABODY LLP**

By: /s/ Christopher M. Desiderio  
Christopher M. Desiderio  
55 West 46<sup>th</sup> Street  
New York, NY 10036  
Telephone: (212) 940-3000  
Facsimile: (212) 940-3111  
[cdesderio@nixonpeabody.com](mailto:cdesderio@nixonpeabody.com)

-and-

Richard C. Pedone (*pro hac vice*)  
100 Summer Street  
Boston, Massachusetts 02110  
Telephone: (617) 345-1000  
Facsimile: (617) 345-1300  
[rpedone@nixonpeabody.com](mailto:rpedone@nixonpeabody.com)

*Counsel to U.S. Bank National Association,  
as Indenture Trustee*

**EXHIBIT A**

**(Via Overnight Mail)**

**SERVICE BY OVERNIGHT FEDERAL EXPRESS:**

Hon. Robert D. Drain  
U.S. Bankruptcy Court  
for the Southern District of New York  
300 Quarropas Street  
White Plains, New York 10601

Office of the US Trustee for Southern District of New York  
Attn.: Sears Bankruptcy Team  
U.S. Federal Office Building  
201 Varick Street, Suite 1006  
New York, NY 10014

Debtors  
Sears Holding Corporation  
Attn.: Stephen Sitley and Luke Valentino, Esqs.  
3333 Beverly Road  
Hoffman Estates, IL 60179

Bermuda Monetary Authority  
BMA House  
43 Victoria Street  
Hamilton, Bermuda HM12

Successor Trustee for the SRAC Unsecured PIK Notes,  
SRAC Unsecured Notes and SRAC Medium Term Notes  
Bank of New York Mellon  
Attn.: Corporate Trust Administration  
101 Barclays Street, Floor 8W  
New York, NY 10286

Indenture Trustee for the Second Lien Notes  
Wilmington Trust, N.A.  
Attn.: Sears Holding Corporation, Administration  
Corporate Capital Markets  
50 South 6<sup>th</sup> Street, Suite 1290  
Minneapolis, MN 55402

Counsel to Eastview Mall, Greece Ridge, LLC and The Marketplace  
Wilmore Management Group LLC  
Attn.: Donald C. Cowan Jr.  
1265 Scottsville Road  
Rochester, NY 14624

Counsel to Brookfield Property REIT Inc., as Agent  
Attn.: Kristen N. Pate  
350 N. Orleans Street  
Chicago, IL 60654

Counsel to Select Portfolio Servicing, Inc. as servicer for  
U.S. Bank National Association, as Trustee, in trust for  
the registered holders of Citigroup Mortgage Loan Trust  
2007-AHL2, Asset-Backed Pass-Through Certificates,  
Series 2007-AHL2, Mortgage Pass-Through Certificates  
Attn.: Michelle Marans  
Frenkel, Lambert, Weiss, et al.  
53 Gibson Street  
Bay Shore, NY 11706

Counsel to Creditor Hudson Concourse, LLC  
Attn.: Kevin P. Montee, Esq.  
Montee & Associates  
1250-I Newell Avenue  
Suite 149  
Walnut Creek, CA 84596

**SERVICE BY USPS PRIORITY MAIL EXPRESS (OVERNIGHT):**

Counsel to Aransas County, Bee County, Jim Wells CAD,  
Nueces County, City of Harlingen, Hidalgo County,  
Victoria County, Blanco CAD, Harlingen CISD, Cameron County  
Linebarger, Goggan, Blair & Sampson  
Attn.: Diane Wade Sanders, Esq.  
P.O. Box 17428  
Austin, TX 78760

Travis County Attorney's Office  
Attn.: David Escamilla, Esq., Counsel for Travis County  
P.O. Box 1748  
Austin, TX 78767

**EXHIBIT B**

**(Via E-Mail)**

**SERVICE BY EMAIL:**

emiller@bayardlaw.com; russ@bsavory.com; rmills@bellnunnally.com;  
klove@bellnunnally.com; mbarrie@beneschlaw.com; kcapuzzi@beneschlaw.com;  
wschonberg@beneschlaw.com; Tgaa@bbslaw.com; michael@bindermalter.com;  
julie@bindermalter.com; JRhodes@BlankRome.com; Tarr@BlankRome.com;  
EZucker@BlankRome.com; bankruptcy@borgeslawllc.com; wborges@borgeslawllc.com;  
schin@borgeslawllc.com; arainone@bracheichler.com; jmontgomery@brownconnery.com;  
pweiser@buchalter.com; schristianson@buchalter.com; christopher.schueller@bipc.com;  
terry.shulsky@bipc.com; tyler.dischinger@bipc.com; Eric.Waxman@cwt.com;  
Anthony.Deleo@cwt.com; rdavis@cafarocompany.com; jlevitin@cahill.com;  
rstieglitz@cahill.com; sjk@carmodymacdonald.com; mcatalfimo@carterconboy.com;  
gadsden@clm.com; bankruptcy@clm.com; Dennis.roemlein@bnymellon.com ;  
rmccord@certilmanbalin.com; rnosek@certilmanbalin.com; appleby@chapman.com;  
wilamowsky@chapman.com; brotenberg@csglaw.com; szuber@csglaw.com;  
ksimard@choate.com; jmarshall@choate.com; hchoi@choiandpark.com;  
cpark@choiandpark.com; lkleist@choiandpark.com; mstein@chuhak.com;  
eschnitzer@ckrlaw.com; gsaydah@ckrlaw.com; duane.brescia@clarkhillstrasburger.com;  
dblau@clarkhill.com; soneal@cgsh.com; jbromley@cgsh.com; aweaver@cgsh.com;  
rmukhi@cgsh.com; jkpark@cgsh.com; wkelleher@cohenlaw.com; hward@cohenlaw.com;  
rseltzer@cwsny.com; Michael.smith2@computershare.com ;  
kbifferato@connollygallagher.com; kconlan@connollygallagher.com;  
cgriffiths@connollygallagher.com; svanaalten@cooley.com; scarnes@cooley.com;  
dcoffino@cov.com; aclark@cov.com; mfelger@cozen.com; pzumbro@cravath.com;  
davidtaxin@dahannowick.com; dhw@dhclegal.com; marshall.huebner@davispolk.com;  
eli.vonnegut@davispolk.com; sears.service@davispolk.com; mcto@debevoise.com;  
eweisgerber@debevoise.com; jcurley@ddw-law.com; bethsolomon@discover.com;  
LJKotler@duanemorris.com; WMSimkulak@duanemorris.com;  
WMSimkulak@duanemorris.com; Cheitzenrater@duanemorris.com; lmay@eisemanlevine.com;  
Leopold.matt@Epa.gov ; lbercovich@epicor.com; ppascuzzi@ffwplaw.com;  
gchico@ferraiuoli.com; mark.wilson@fisherbroyles.com; patricia.fugee@fisherbroyles.com;  
dlwright@foley.com; msmall@foley.com; aguon@foxrothschild.com;  
plabov@foxrothschild.com; thoran@foxrothschild.com; mhall@foxrothschild.com;  
mherz@foxrothschild.com; nreid@foxswibel.com; jfrank@fgllp.com; jkleinman@fgllp.com;  
deggert@freeborn.com; brad.eric.scheler@friedfrank.com; scott.luftglass@friedfrank.com;  
peter.siroka@friedfrank.com; tking@fbtlaw.com; rgold@fbtlaw.com; awebb@fbtlaw.com;  
pmartin@fmdlegal.com; lbrymer@fmdlegal.com; gseit@gsbblaw.com;  
mgensburg@gcklegal.com; btheisen@gibbonslaw.com; nsongonuga@gibbonslaw.com;  
hcohen@gibbonslaw.com; dcampbell@ghclaw.com; tnixon@gklaw.com; aaron@bk-lawyer.net;  
jflaxer@golenbock.com; mweinstein@golenbock.com; gfox@goodwinlaw.com;  
bbazian@goodwinlaw.com; drosner@goulstonstorrs.com; thoffmann@goulstonstorrs.com;  
tannweiler@greerherz.com; jfigueiredo@hahnessen.com; ahalperin@halperinlaw.net;  
lgu@halperinlaw.net; dlieberman@halperinlaw.net; joia.johnson@hanes.com;  
howard.upchurch@hanes.com; ktompsett@harrisbeach.com; sselbst@herrick.com;

elio@higgsllaw.com; arthur.rosenberg@hklaw.com; Marc.Antonecchia@hklaw.com;  
barbra.parlin@hklaw.com; elvin.ramos@hklaw.com; jose.casal@hklaw.com;  
jjalemany@hklaw.com; llichtman@honigman.com; bgross@HuntonAK.com;  
mlegge@huntonak.com; ghesse@huntonak.com; caleb.holzaepfel@huschblackwell.com;  
lynn.butler@huschblackwell.com; Daniel.Swetnam@icemiller.com;  
taxcollector@co.imperial.ca.us; alex.macias@impremedia.com;  
Mimi.M.Wong@irsounsel.treas.gov; Mimi.M.Wong@irsounsel.treas.gov;  
Bankruptcy2@ironmountain.com; hgj@jasneflorio.com; dlk@jasneflorio.com;  
elkinj@mac.com; atureaud@kblaw.com; KDWBankruptcyDepartment@KelleyDrye.com;  
bfeder@kelleydrye.com; ssouthard@klestadt.com; lkiss@klestadt.com;  
kurtzman@kurtzmansteady.com; dgragg@langleyanack.com; jfifarek@laskyfifarek.com;  
rzucker@lasserhochman.com; marc.zelina@lw.com; peter.gilhuly@lw.com;  
ted.dillman@lw.com; gillazarus@gmail.com; kevin@ksnpc.com;  
william.fennell@fennelllaw.com; luralene.schultz@fennelllaw.com; office@fennelllaw.com;  
cgruen@gruenlaw.com; dtabachnik@dtlaw.com; pstarkesq@gmail.com;  
hlazarus@lazarusandlazarus.com; harlan.lazarus@gmail.com; ilan.markus@leclairryan.com;  
niclas.ferland@leclairryan.com; andrew.cole@leclairryan.com;  
sanantonio.bankruptcy@publicans.com; dallas.bankruptcy@publicans.com;  
houston\_bankruptcy@publicans.com; jfarnum@linowes-law.com; jmueller@lippes.com;  
braynor@lockelord.com; asmith@lockelord.com; dwirt@lockelord.com;  
ira.greene@lockelord.com; jfroehlich@lockelord.com; sbryant@lockelord.com;  
bbuechler@lowenstein.com; echafetz@lowenstein.com; bnathan@lowenstein.com;  
dmiller@lubinolson.com; tleday@mvbalaw.com; bmcgrath@mcglinchey.com;  
kromano@mcglinchey.com; mchaney@mcglinchey.com; raguilar@mcglinchey.com;  
rcerone@mcglinchey.com; hjschwartz@mckoolsmith.com; dmeegan@mhksacto.com;  
cjm@msf-law.com; nkenworthy@mrrlaw.net; ALeblanc@milbank.com; cprice@milbank.com;  
RLiubicic@milbank.com; sdnyecf@dor.mo.gov; ssmith@mwlaw.com;  
laura.mccarthy@morganlewis.com; neil.herman@morganlewis.com; smiller@morrisjames.com;  
cmiller@mnat.com; jbarsalona@mnat.com; jmarines@mofo.com; bbutterfield@mofo.com;  
bankruptcy@morrisoncohen.com; mro@prbankruptcy.com; dperry@munsch.com;  
kcordry@naag.org; jody.bedenbaugh@nelsonmullins.com; shane.ramsey@nelsonmullins.com;  
enid.stuart@ag.ny.gov; cdesiderio@nixonpeabody.com; dsklar@nixonpeabody.com;  
rpedone@nixonpeabody.com; bob.bruner@nortonrosefulbright.com;  
david.rosenzweig@nortonrosefulbright.com; howard.seife@nortonrosefulbright.com;  
christy.rivera@nortonrosefulbright.com; stephen.castro@nortonrosefulbright.com;  
david.rosenzweig@nortonrosefulbright.com; cmomjian@attorneygeneral.gov;  
rachel.obaldo@oag.texas.gov; richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov;  
apetrakov@offitkurman.com; smetz@offitkurman.com; sokeefe@okeefelc.com;  
paul@orshanpa.com; lily@pacogarment.com; chipford@parkerpoe.com;  
leslieplaskon@paulhastings.com; andrewtenzer@paulhastings.com;  
shlomomaza@paulhastings.com; pbasta@paulweiss.com; kcornish@paulweiss.com;  
lclayton@paulweiss.com; sbuergel@paulweiss.com; rbritton@paulweiss.com;  
jhurwitz@paulweiss.com; jaffeh@pepperlaw.com; listwakk@pepperlaw.com;  
ecobb@pbfc.com; ecobb@pbfc.com; lmbkr@pbfc.com; osonik@pbfc.com;  
dpick@picklaw.net; jon@piercemccoy.com; rsteinberg@pricemeese.com;  
searsteam@primeclerk.com; serviceqa@primeclerk.com; gerald.kennedy@procopio.com;  
rlp@pryormandelup.com; susheelkirpalani@quinnemanuel.com;  
jonpickhardt@quinnemanuel.com; andrewcorkhill@quinnemanuel.com;

matthewscheck@quinnemanuel.com; ellisonmerkel@quinnemanuel.com; cfilardi@rrlawpc.com;  
greiss@reisspreuss.com; etikkanen@reisspreuss.com; cpugatch@rprslaw.com;  
hmagaliff@r3mlaw.com; kfloreya@robbins-schwartz.com; nsmith@robbins-schwartz.com;  
Robert.e.michael.esq@gmail.com; Aron.hume@gmail.com; fbr@robinsonbrog.com;  
gregg.galardi@ropesgray.com; kimberly.kodis@ropesgray.com; sam.ashuraey@ropesgray.com;  
james.wilton@ropesgray.com; patricia.chen@ropesgray.com; ssally@ropesgray.com;  
joshua.sturm@ropesgray.com; nicholas.berg@ropesgray.com; timothy.farrell@ropesgray.com;  
srosen@rosenpc.com; mamato@rmfpc.com; skelly@s-d.com; skelly@s-d.com; mmccann@swc-  
law.com; rabiuso@swc-law.com; jweinblatt@sakar.com; cbelmonte@ssbb.com;  
asnow@ssbb.com; pbosswick@ssbb.com; ldelucia@schiffhardin.com;  
afiedler@schiffhardin.com; secbankruptcy@sec.gov; NYROBankruptcy@sec.gov;  
bankruptcynoticeshr@sec.gov; ashmead@sewkis.com; alves@sewkis.com;  
emfox@seyfarth.com; rhermann@sbwh.law; mkish@sbwh.law; jshafer@sbwh.law;  
floridaservice@sbwh.law; fsosnick@shearman.com; sara.coelho@shearman.com;  
afeld@sheppardmullin.com; tcohen@sheppardmullin.com; reinert@shutts.com;  
dkronenberg@sidley.com; rtucker@simon.com; mshriro@singerlevick.com;  
dplon@sirlinlaw.com; Paul.Leake@skadden.com; Shana.Elberg@skadden.com;  
George.Howard@skadden.com; enotices@skijain.com; pstrok@swelawfirm.com;  
rkinas@swlaw.com; bk@svllaw.com; darolf@sorlinglaw.com; pmryan@sorlinglaw.com;  
mary.callahan@bnymellon.com; mary.callahan@bnymellon.com; tonder@stark-stark.com;  
jlemkin@stark-stark.com; cp@stevenslee.com; thomas.salerno@stinson.com;  
streusand@slollp.com; khansen@stroock.com; jeanfield@stroock.com;  
sbhattacharyya@stroock.com; dietdericha@sullcrom.com; zylberbergd@sullcrom.com;  
dkupetz@sulmeyerlaw.com; ckwu@sulmeyerlaw.com; lawyer@surilawoffice.com;  
Riela@thsh.com; aconway@taubman.com; Starr.Judith@pbgc.gov;  
mccarron.william@pbgc.gov; efile@pbgc.gov; joe@saracheklawfirm.com;  
Curtis.Tuggle@ThompsonHine.com; powerwangtxks@vip.126.com;  
AGBankNewYork@ag.tn.gov; kay.brock@traviscountytexas.gov; jose.galarza@usbank.com ;  
David.Jones6@usdoj.gov; Jeffrey.Oestericher@usdoj.gov; Joseph.Cordaro@usdoj.gov;  
Carina.Schoenberger@usdoj.gov; Lawrence.Fogelman@usdoj.gov; Peter.Aronoff@usdoj.gov;  
Linda.Riffkin@usdoj.gov; jdunn@vedderprice.com; ketzel@vedderprice.com;  
mschein@vedderprice.com; marva.m.levine@verizon.com; notice@waldrepllp.com;  
sfalanga@walsh.law; gtoering@wnj.com; Dclarke@wjslaw.com; ray.schrock@weil.com;  
garrett.fail@weil.com; jacqueline.marcus@weil.com; sunny.singh@weil.com;  
JeriLeigh.Miller@weil.com; jessica.liou@weil.com; Paloma.VanGroll@weil.com;  
Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com; mbrofman@weisszarett.com;  
sfink@weltman.com; vandermarkj@whiteandwilliams.com; sgerald@wtplaw.com;  
bankruptcy@evict.net; awilliams@williamsadvisors.com; alipkin@willkie.com;  
gbrunswick@willkie.com; phealy@wsfsbank.com; scimalore@wilmingtontrust.com;  
david.tillem@wilsonelser.com; saron@wrslawyers.com; mfullington@wyattfirm.com;  
tom@attorneyzim.com